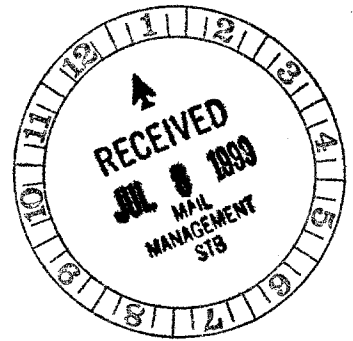




NIXON PEABODY LLP
ATTORNEYS AT LAW



WRITER'S DIRECT DIAL NUMBER: (716) 263-1460

July 8, 1999

RECORDATION NO. **22247** FILED

JUL 8 '99 12-45 PM

BY HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Department of Transportation
Washington, D. C. 20423

Dear Sir:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Security Agreement, a primary document, dated as of June 15, 1999.

The names and addresses of the parties to the document are as follows:

Debtor:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179-0001

Secured Party:

Chase Equipment Leasing, Inc.
One Chase Square – MC5
Rochester, New York 14643

The equipment covered by the document is described in Schedule A attached hereto.

*As stated
- see J.K.*

NIXON PEABODY LLP

Mr. Vernon A. Williams

July 8, 1999

Page 2

A fee of \$26.00 is enclosed. Please return the original and any extra copies not needed by the Surface Transportation Board for recordation to:

Jilann C. Power, Paralegal
Nixon Peabody LLP
P. O. Box 1051
Clinton Square
Rochester, New York 14603

A short summary of the document to appear in the index follows:

The primary document is a Security Agreement dated as of June 15, 1999, between Union Pacific Railroad Company, having its principal place of business at 1416 Dodge Street, Omaha, Nebraska 68179-0001 (the "Debtor") and Chase Equipment Leasing, Inc., having its principal place of business at One Chase Square-MC5, Rochester, New York 14643 (the "Secured Party"). This Security Agreement grants Secured Party a security interest in Debtor's undivided interest in railcars described on Schedule A attached hereto.

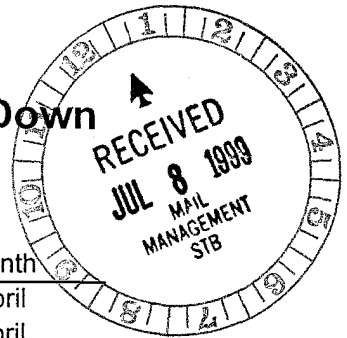
Very truly yours,



Jilann C. Power
Paralegal

JCP/tmg
Enclosures

1999 Synthetic Lease Freight Cars Included in June 15, 1999 Draw Down



| Repair Program | Cartype | Car ID | Month |
|----------------|----------------------|------------|-------|
| C9200 / C9201 | Bi-Level Auto Racks | TTGX942445 | April |
| | | TTGX152557 | April |
| | | TTGX942306 | April |
| | | TTGX976072 | April |
| | | TTGX910705 | April |
| | | TTGX911804 | April |
| | | TTGX942781 | April |
| | | TTGX154294 | April |
| | | TTGX155284 | April |
| | | TTGX912285 | April |
| | | TTGX965861 | May |
| | | TTGX965882 | May |
| | | TTGX962719 | May |
| | | TTGX965846 | May |
| | | TTGX962615 | May |
| | | TTGX963839 | May |
| C9203 / C9204 | Tri-Level Auto Racks | ETTX820659 | April |
| | | ETTX700091 | April |
| | | ETTX701451 | April |
| | | ETTX820289 | April |
| | | ETTX851118 | April |
| | | ETTX852700 | April |
| | | ETTX903790 | April |
| | | ETTX903878 | April |
| | | ETTX852099 | April |
| | | ETTX852592 | April |
| | | ETTX900333 | April |
| | | ETTX903057 | April |
| | | ETTX903991 | April |
| | | ETTX700719 | April |
| | | ETTX850840 | April |
| | | ETTX901009 | April |
| | | ETTX902144 | April |
| | | ETTX904186 | April |
| | | ETTX820466 | April |
| | | ETTX851161 | April |
| | | ETTX852569 | April |
| | | ETTX852977 | April |
| | | ETTX901966 | April |

1999 Synthetic Lease

Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|---------|------------|-------|
| | | ETTX902474 | April |
| | | ETTX904093 | April |
| | | ETTX700175 | May |
| | | ETTX700180 | May |
| | | ETTX852638 | May |
| | | ETTX853286 | May |
| | | ETTX853717 | May |
| | | ETTX853821 | May |
| | | ETTX902430 | May |
| | | ETTX903403 | May |
| | | ETTX903640 | May |
| | | ETTX904655 | May |
| | | ETTX700055 | May |
| | | ETTX701075 | May |
| | | ETTX820049 | May |
| | | ETTX820260 | May |
| | | ETTX820511 | May |
| | | ETTX852001 | May |
| | | ETTX853853 | May |
| | | ETTX902599 | May |
| | | ETTX903738 | May |
| | | ETTX908459 | May |
| | | ETTX908511 | May |
| | | ETTX820292 | May |
| | | ETTX820560 | May |
| | | ETTX851098 | May |
| | | ETTX851142 | May |
| | | ETTX853845 | May |
| | | ETTX901565 | May |
| | | ETTX901678 | May |
| | | ETTX903705 | May |
| | | ETTX907929 | May |
| | | ETTX908320 | May |
| | | ETTX908844 | May |
| | | ETTX700187 | May |
| | | ETTX701105 | May |
| | | ETTX701114 | May |
| | | ETTX820285 | May |
| | | ETTX820652 | May |
| | | ETTX850678 | May |
| | | ETTX853691 | May |

1999 Synthetic Lease

Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|--------------------|------------|-------|
| | | ETTX900358 | May |
| | | ETTX904082 | May |
| C9300 | C3 Covered Hoppers | | |
| C9301 | C3 Covered Hoppers | | |
| C9304 | C4 Covered Hoppers | MP 717288 | April |
| | | MP 724024 | April |
| | | SSW 76911 | April |
| | | UP 74708 | April |
| | | UP 71331 | April |
| | | MP 715020 | April |
| | | MP 715208 | April |
| | | MP 715417 | April |
| | | MP 724383 | April |
| | | SSW 74460 | April |
| | | UP 77419 | April |
| | | UP 79277 | April |
| | | UP 79391 | April |
| | | CNW 180259 | April |
| | | CNW 174890 | April |
| | | CNW 752754 | April |
| | | MP 723788 | April |
| | | UP 74973 | April |
| | | MP 723311 | April |
| | | MP 724365 | April |
| | | SSW 77633 | April |
| | | MP 716086 | April |
| | | MP 724026 | April |
| | | SSW 74151 | April |
| | | SSW 74424 | April |
| | | UP 75119 | April |
| | | MP 723096 | April |
| | | UP 71195 | April |
| | | CNW 170578 | April |
| | | MP 716221 | April |
| | | UP 76880 | April |
| | | UP 79588 | April |

1999 Synthetic Lease

Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|---------|------------|-------|
| | | CNW 752827 | May |
| | | MP 723476 | May |
| | | MP 723854 | May |
| | | UP 75469 | May |
| | | UP 222104 | May |
| | | MP 723521 | May |
| | | UP 74155 | May |
| | | UP 78285 | May |
| | | MP 717311 | May |
| | | UP 72308 | May |
| | | MP 724349 | May |
| | | UP 73168 | May |
| | | UP 81983 | May |
| | | CNW 752823 | May |
| | | MP 722487 | May |
| | | MP 723931 | May |
| | | CNW 752578 | May |
| | | CNW 752741 | May |
| | | UP 75854 | May |
| | | UP 76760 | May |
| | | MP 717215 | May |
| | | MP 724010 | May |
| | | MP 724088 | May |
| | | UP 71862 | May |
| | | UP 72150 | May |
| | | UP 76632 | May |
| | | UP 76981 | May |
| | | UP 84613 | May |
| | | MP 723510 | May |
| | | CNW 181365 | May |
| | | UP 79078 | May |
| | | MP 716462 | May |
| | | MP 717439 | May |
| | | UP 22007 | May |

C9340 Covered Coil Cars

C9341 Gondolas

1999 Synthetic Lease

Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|--------------------|-----------|-------|
| C9380 | Equipped Boxcars | MP 266763 | May |
| | | MP 266795 | May |
| | | MP 266916 | May |
| | | MP 266906 | May |
| | | MP 266867 | May |
| | | MP 266791 | May |
| | | MP 266910 | May |
| | | MP 266917 | May |
| | | MP 266754 | May |
| | | MP 266888 | May |
| | | MP 266896 | May |
| | | MP 266891 | May |
| | | MP 266813 | May |
| | | MP 266879 | May |
| | | MP 266835 | May |
| | | MP 266771 | May |
| | | MP 266918 | May |
| | | MP 266876 | May |
| | | MP 266850 | May |
| | | MP 268217 | May |
| | | MP 268313 | May |
| | | MP 268202 | May |
| | | MP 268218 | May |
| | | MP 268219 | May |
| | | MP 268216 | May |
| | | MP 268300 | May |
| C9381 | Equipped Boxcars | | |
| C9382 | Equipped Boxcars | | |
| C9383 | Plain Boxcars | | |
| C9386 | Auto Parts Boxcars | SP 654717 | May |
| | | UP 980259 | May |
| | | SP 654738 | May |
| | | UP 960567 | May |

1999 Synthetic Lease

Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|--------------|------------|-------|
| | | SP 654781 | May |
| | | SP 654790 | May |
| | | CNW 091481 | May |
| | | SP 654507 | May |
| | | SP 654594 | May |
| | | SP 654616 | May |
| | | SP 654622 | May |
| | | SP 654552 | May |
| | | SP 654555 | May |
| | | SP 654587 | May |
| | | SP 654561 | May |
| | | SP 654585 | May |
| | | SP 654625 | May |
| | | SP 654694 | May |
| | | SP 654697 | May |
| | | SP 654649 | May |
| C9424 | Open Hoppers | SP 466084 | April |
| | | SP 466107 | April |
| | | SP 466374 | April |
| | | SP 466695 | April |
| | | SP 466845 | April |
| | | SP 466224 | April |
| | | SP 466968 | April |
| | | SP 465713 | April |
| | | SP 466385 | April |
| | | SP 466641 | April |
| | | SP 466794 | April |
| | | SP 466918 | April |
| | | SP 465207 | April |
| | | SP 465420 | April |
| | | SP 465470 | April |
| | | SP 465561 | April |
| | | SP 465649 | April |
| | | SP 466123 | April |
| | | SP 466836 | April |
| | | SP 465145 | April |
| | | SP 465308 | April |
| | | SP 465536 | April |
| | | SP 466448 | April |
| | | SP 466495 | April |

1999 Synthetic Lease Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|---------|-----------|-------|
| | | SP 466878 | April |
| | | SP 466326 | April |
| | | SP 465976 | April |
| | | SP 466437 | April |
| | | SP 466587 | April |
| | | SP 466689 | April |
| | | SP 466791 | April |
| | | SP 465097 | April |
| | | SP 466787 | April |
| | | SP 465558 | April |
| | | SP 465556 | April |
| | | SP 465673 | April |
| | | SP 466097 | April |
| | | SP 466875 | April |
| | | SP 466881 | April |
| | | SP 465219 | May |
| | | SP 466122 | May |
| | | SP 465820 | May |
| | | SP 466841 | May |
| | | SP 465230 | May |
| | | SP 465481 | May |
| | | SP 465600 | May |
| | | SP 465644 | May |
| | | SP 466075 | May |
| | | SP 466095 | May |
| | | SP 466468 | May |
| | | SP 466260 | May |
| | | SP 465443 | May |
| | | SP 466135 | May |
| | | SP 465195 | May |
| | | SP 465196 | May |
| | | SP 465850 | May |
| | | SP 465901 | May |
| | | SP 465893 | May |
| | | SP 466206 | May |
| | | SP 466809 | May |
| | | SP 465474 | May |
| | | SP 465476 | May |
| | | SP 465826 | May |
| | | SP 466359 | May |
| | | SP 466624 | May |

1999 Synthetic Lease
Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|---------|-----------|-------|
| | | SP 466986 | May |
| | | SP 466064 | May |
| | | SP 466381 | May |
| | | SP 466978 | May |
| | | SP 465532 | May |
| | | SP 465889 | May |
| | | SP 465990 | May |
| | | SP 466453 | May |
| | | SP 466599 | May |

**1999 Synthetic Lease
Locomotives for June 15, 1999 Draw Down**

| Locomotive Type | Locomotive ID |
|-----------------|---------------|
| C40-8 | UP 9109 |
| C40-8 | UP 9167 |
| C40-8 | UP 9126 |
| C40-8 | UP 9131 |
| C40-8 | UP 9112 |
| C40-8 | UP 9110 |
| C40-8 | UP 9271 |
| C40-8 | UP 9129 |
| C40-8 | UP 9130 |
| C40-8 | UP 9142 |
| C40-8 | UP 9134 |
| C40-8 | UP 9141 |
| C40-8 | UP 9144 |
| C40-8 | UP 9151 |
| C40-8 | UP 9162 |
| C40-8 | UP 9137 |
| C40-8 | UP 9171 |
| | |
| 4-Axle | UP 244 |
| 4-Axle | UP 176 |
| 4-Axle | UP 1635 |
| 4-Axle | UP 2338 |
| 4-Axle | SP 2628 |
| 4-Axle | UP 5564 |
| 4-Axle | UP 5571 |
| 4-Axle | UP 2115 |
| 4-Axle | SSW 7268 |
| 4-Axle | UP 5318 |
| | |
| SD40-2R | UP 3179 |
| SD40-2R | UP 3267 |
| SD40-2R | UP 3223 |
| SD40-2R | UP 3250 |
| | |
| SD40-2 | CNW 6905 |
| SD40-2 | SSW 6871 |
| SD40-2 | UP 3174 |
| SD40-2 | UP 3037 |
| SD40-2 | UP 3833 |
| SD40-2 | UP 3752 |
| SD40-2 | UP 3329 |
| SD40-2 | UP 3484 |
| SD40-2 | CNW 6883 |
| SD40-2 | UP 5086 |
| SD40-2 | CNW 6896 |
| SD40-2 | CNW 7005 |
| SD40-2 | UP 5046 |
| SD40-2 | UP 3210 |

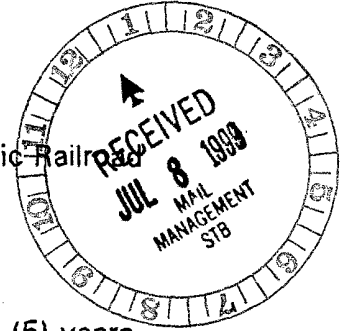
RECORDATION NO. 22247 FILED

JUL 8 '99

12-45 PM

Security Agreement

AGREEMENT dated as of June 15, 1999 between Union Pacific Railroad Company ("UPRR") and Chase Equipment Leasing, Inc. ("CELI").



WITNESSETH

WHEREAS, CELI intends to lease from UPRR for a term of five (5) years certain equipment, as identified in the Equipment Schedule pursuant to a Lease Agreement dated as of June 15, 1999 between UPRR, as lessor, and CELI, as lessee (the "Primary Lease"); and

WHEREAS, CELI will cause the equipment leased pursuant to the Primary Lease (the "Equipment") to be repaired pursuant to the Services Agreement dated as of June 15, 1999, between UPRR and CELI (the "Services Agreement"), at CELI's expense, and will sublease the Equipment to UPRR for an initial term of thirty-six (36) months, delivering the Equipment, whether or not yet repaired, pursuant to a Sublease Agreement dated as of June 15, 1999, between CELI, as sublessor, and UPRR, as sublessee (the "Sublease"); and

WHEREAS, CELI will pay to UPRR the sum of \$48,164,000 on June 15, 1999 in full payment of all amounts to become due under the Services Agreement from time to time as the Equipment is repaired; and

WHEREAS, the parties to the Sublease have entered into an Agreement Providing Purchase and Renewal Options and Equipment Return Conditions dated as of June 15, 1999 (the "Option Agreement") which, among other provisions, obligates UPRR (i) to purchase the Equipment for specified amounts; or (ii) to market the Equipment, including UPRR's interest therein, with the proceeds being paid to CELI until it realizes a specified recovery; and, under certain circumstances (iii) to pay CELI specified amounts if the proceeds of marketing do not provide CELI with the specified recovery (the specified obligations of UPRR noted above are referred to herein as the "Option Obligations"); and

WHEREAS, the respective ownership interests of the parties in the Equipment after the repairs to be made under the Services Agreement are an undivided interest of 55.47% for UPRR and 44.53% for CELI; and

WHEREAS, UPRR has agreed to grant to CELI a security interest in UPRR's interest in the Equipment and the proceeds thereof, and in the "Repair Account" (as defined in Section One hereof) to secure the "Obligations" (as defined in Section One hereof);

NOW, THEREFORE, in consideration of the mutual covenants and promises hereinafter set forth and for other good and valuable consideration, it is agreed:

SECTION ONE: Definitions. In addition to the capitalized terms which are defined in the preamble of this Agreement, the following terms shall mean:

"Obligations" mean UPRR's Option Obligations and UPRR's obligations as Lessee under the Sublease, but only those obligations which exist after the occurrence of a "Bankruptcy Event of Default" as described under Section 18(b) of the Sublease.

"Repair Account" means UPRR's account established with The Chase Manhattan Bank ("Chase") into which the funds paid by CELI under the Services Agreement, but not yet applied to the cost of repairs to the Equipment, shall be deposited and maintained until withdrawn by UPRR at its sole discretion and applied to the cost of such repairs.

Capitalized terms used herein, but not defined herein shall have the meaning ascribed to them under the Sublease.

SECTION TWO: Security Interest. UPRR hereby grants to CELI, its successors and assigns, a security interest in (i) UPRR's 55.47% undivided interest in each Item of Equipment which is now or hereafter subject to the Sublease, as identified in Schedule A annexed hereto, or in any amendments to such schedule; (ii) the proceeds of such interest in the Equipment; and (iii) the Repair Account, to secure UPRR's performance and payment of the Obligations.

UPRR agrees that Chase may, upon notice from CELI as to the security interest, agree to be CELI's agent for the sole purpose of perfecting a possessory security interest in the Repair Account. Unless and until CELI delivers written notice to Chase and UPRR that UPRR has defaulted in one or more of its Obligations, UPRR shall have exclusive control over the Repair Account, ownership of all income earned thereon, and the right to withdraw amounts from the Repair Account at its sole discretion from time to time and at any time.

SECTION THREE: Remedies. In the event (i) UPRR fails to perform or pay any of its Option Obligations and such failure continues for thirty (30) days after UPRR receives written notice of such failure from CELI; or (ii) a Bankruptcy Event of Default has occurred under Section 18(b) of the Sublease; then CELI shall have all of the remedies of a secured party and UPRR shall have all of the rights and duties of a debtor, as to the collateral specified in Section Two hereof, pursuant to the Uniform Commercial Code of Nebraska and any other applicable law. Any sale of UPRR's interest in the Equipment after a Bankruptcy Event of Default shall be governed by Section 18(b) of the Sublease, and any sale of UPRR's interest in the Equipment after a default in the Option Obligations shall be governed by the provisions of the Option Agreement as to the application of the proceeds of sale. In furtherance of its remedies concerning the Repair Account, following a default under either clause (i) or clause (ii) of this Section Three, CELI may notify Chase of

the default and instruct Chase to freeze the Repair Account pending further proceedings by CELI to realize on its security interest therein.

SECTION FOUR: Perfection; Termination.

4(a) This Security Agreement shall be filed with the Surface Transportation Board of the United States Department of Transportation (the "STB") and amended filings shall be made with the STB from time to time as additional Items of Equipment are identified. UPRR authorizes CELI to file financing statements and financing statement amendments, on UPRR's behalf, evidencing its security interests in the Equipment in any public office which CELI deems appropriate to perfect its security interests, and UPRR shall cooperate with CELI in executing such transmittals, schedules, financing statements or other similar documents as CELI reasonably requests from time to time in connection with such filings.

4(b) The security interests granted herein shall terminate and be released or discharged by CELI (i) as to the Repair Account when all funds on deposit therein have been withdrawn by UPRR or, after default and successful realization with respect to such funds, by CELI in the exercise of its remedies pursuant to this Agreement, and (ii) as to the Equipment, upon full and final performance by UPRR of its Option Obligations.

SECTION FIVE. Miscellaneous.

5(a) Governing Law. This Agreement shall be governed and construed in accordance with the substantive laws of the State of Nebraska, and shall be deemed to have been made in Douglas County, Nebraska.

5(b) Notice. Any notice or demand provided for herein shall be given in the manner set forth in Section 23 of the Sublease.

5(c) Severability. If any provision or remedy set forth or provided in this Agreement shall be invalid under any applicable law, such provision or remedy shall be inapplicable and deemed omitted but the remaining provisions, including the remaining remedies, shall be given effect in accordance with the manifest intent hereof.

5(d) Amendments, Waivers and Rights. No amendment, waiver or modification of any term of this Agreement shall be valid unless in writing signed by the party to be charged and no waiver by CELI of any provision or default shall constitute a waiver of any other provision or default. The parties' rights and remedies hereunder are cumulative and not alternative and are in addition to all rights which either party may have under the Primary Lease, Sublease or Option Agreement.

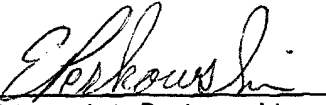
- 4 -


5(e) Assignability. This Agreement may not be assigned by either party, except for an assignment in connection with an assignment of the Sublease as provided in Section 19(b) or (c) of the Sublease, and this Agreement shall inure to the benefit of and be enforceable by the successors of UPRR and CELI.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first above written.

Chase Equipment Leasing, Inc.

Union Pacific Railroad Company

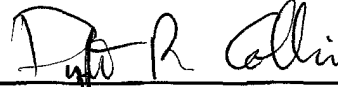
By: 
Edward J. Perkowski
Its: Executive Vice President

By: 
John B. Larsen
Its: Assistant Treasurer

- 5 -

STATE OF NEW YORK
COUNTY OF MONROE

On this 24th day of June, 1999, before me personally appeared Edward J. Perkowski, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of CHASE EQUIPMENT LEASING, INC., that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

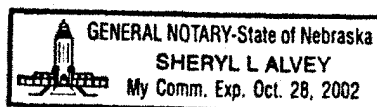


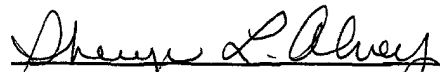
Signature of Notary Public
My Commission expires 10/31/01

DWIGHT R. COLLIN
Notary Public, State of New York
No. 02C06761595
Qualified in Monroe County
Certificate Filed in Monroe County
Commission Expires Oct. 31, 2001

STATE OF NEBRASKA
COUNTY OF DOUGLAS

On this 15th day of June, 1999, before me personally appeared John B. Larsen, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Signature of Notary Public
My Commission expires 10/28/2002

1999 Synthetic Lease Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|----------------------|------------|-------|
| C9200 / C9201 | Bi-Level Auto Racks | TTGX942445 | April |
| | | TTGX152557 | April |
| | | TTGX942306 | April |
| | | TTGX976072 | April |
| | | TTGX910705 | April |
| | | TTGX911804 | April |
| | | TTGX942781 | April |
| | | TTGX154294 | April |
| | | TTGX155284 | April |
| | | TTGX912285 | April |
| | | TTGX965861 | May |
| | | TTGX965882 | May |
| | | TTGX962719 | May |
| | | TTGX965846 | May |
| | | TTGX962615 | May |
| | | TTGX963839 | May |
| C9203 / C9204 | Tri-Level Auto Racks | ETTX820659 | April |
| | | ETTX700091 | April |
| | | ETTX701451 | April |
| | | ETTX820289 | April |
| | | ETTX851118 | April |
| | | ETTX852700 | April |
| | | ETTX903790 | April |
| | | ETTX903878 | April |
| | | ETTX852099 | April |
| | | ETTX852592 | April |
| | | ETTX900333 | April |
| | | ETTX903057 | April |
| | | ETTX903991 | April |
| | | ETTX700719 | April |
| | | ETTX850840 | April |
| | | ETTX901009 | April |
| | | ETTX902144 | April |
| | | ETTX904186 | April |
| | | ETTX820466 | April |
| | | ETTX851161 | April |
| | | ETTX852569 | April |
| | | ETTX852977 | April |
| | | ETTX901966 | April |

1999 Synthetic Lease **Freight Cars Included in June 15, 1999 Draw Down**

| Repair Program | Cartype | Car ID | Month |
|-------------------|---------|------------|-------|
| | | ETTX902474 | April |
| | | ETTX904093 | April |
| | | ETTX700175 | May |
| | | ETTX700180 | May |
| | | ETTX852638 | May |
| | | ETTX853286 | May |
| | | ETTX853717 | May |
| | | ETTX853821 | May |
| | | ETTX902430 | May |
| | | ETTX903403 | May |
| | | ETTX903640 | May |
| | | ETTX904655 | May |
| | | ETTX700055 | May |
| | | ETTX701075 | May |
| | | ETTX820049 | May |
| | | ETTX820260 | May |
| | | ETTX820511 | May |
| | | ETTX852001 | May |
| | | ETTX853853 | May |
| | | ETTX902599 | May |
| | | ETTX903738 | May |
| | | ETTX908459 | May |
| | | ETTX908511 | May |
| | | ETTX820292 | May |
| | | ETTX820560 | May |
| | | ETTX851098 | May |
| | | ETTX851142 | May |
| | | ETTX853845 | May |
| | | ETTX901565 | May |
| | | ETTX901678 | May |
| | | ETTX903705 | May |
| | | ETTX907929 | May |
| | | ETTX908320 | May |
| | | ETTX908844 | May |
| | | ETTX700187 | May |
| | | ETTX701105 | May |
| | | ETTX701114 | May |
| | | ETTX820285 | May |
| | | ETTX820652 | May |
| | | ETTX850678 | May |
| | | ETTX853691 | May |

1999 Synthetic Lease Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|--------------------|------------|-------|
| | | ETTX900358 | May |
| | | ETTX904082 | May |
| C9300 | C3 Covered Hoppers | | |
| C9301 | C3 Covered Hoppers | | |
| C9304 | C4 Covered Hoppers | MP 717288 | April |
| | | MP 724024 | April |
| | | SSW 76911 | April |
| | | UP 74708 | April |
| | | UP 71331 | April |
| | | MP 715020 | April |
| | | MP 715208 | April |
| | | MP 715417 | April |
| | | MP 724383 | April |
| | | SSW 74460 | April |
| | | UP 77419 | April |
| | | UP 79277 | April |
| | | UP 79391 | April |
| | | CNW 180259 | April |
| | | CNW 174890 | April |
| | | CNW 752754 | April |
| | | MP 723788 | April |
| | | UP 74973 | April |
| | | MP 723311 | April |
| | | MP 724365 | April |
| | | SSW 77633 | April |
| | | MP 716086 | April |
| | | MP 724026 | April |
| | | SSW 74151 | April |
| | | SSW 74424 | April |
| | | UP 75119 | April |
| | | MP 723096 | April |
| | | UP 71195 | April |
| | | CNW 170578 | April |
| | | MP 716221 | April |
| | | UP 76880 | April |
| | | UP 79588 | April |

1999 Synthetic Lease

Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|---------|------------|-------|
| | | CNW 752827 | May |
| | | MP 723476 | May |
| | | MP 723854 | May |
| | | UP 75469 | May |
| | | UP 222104 | May |
| | | MP 723521 | May |
| | | UP 74155 | May |
| | | UP 78285 | May |
| | | MP 717311 | May |
| | | UP 72308 | May |
| | | MP 724349 | May |
| | | UP 73168 | May |
| | | UP 81983 | May |
| | | CNW 752823 | May |
| | | MP 722487 | May |
| | | MP 723931 | May |
| | | CNW 752578 | May |
| | | CNW 752741 | May |
| | | UP 75854 | May |
| | | UP 76760 | May |
| | | MP 717215 | May |
| | | MP 724010 | May |
| | | MP 724088 | May |
| | | UP 71862 | May |
| | | UP 72150 | May |
| | | UP 76632 | May |
| | | UP 76981 | May |
| | | UP 84613 | May |
| | | MP 723510 | May |
| | | CNW 181365 | May |
| | | UP 79078 | May |
| | | MP 716462 | May |
| | | MP 717439 | May |
| | | UP 22007 | May |

C9340 Covered Coil Cars

C9341 Gondolas

1999 Synthetic Lease

Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|--------------------|-----------|-------|
| C9380 | Equipped Boxcars | MP 266763 | May |
| | | MP 266795 | May |
| | | MP 266916 | May |
| | | MP 266906 | May |
| | | MP 266867 | May |
| | | MP 266791 | May |
| | | MP 266910 | May |
| | | MP 266917 | May |
| | | MP 266754 | May |
| | | MP 266888 | May |
| | | MP 266896 | May |
| | | MP 266891 | May |
| | | MP 266813 | May |
| | | MP 266879 | May |
| | | MP 266835 | May |
| | | MP 266771 | May |
| | | MP 266918 | May |
| | | MP 266876 | May |
| | | MP 266850 | May |
| | | MP 268217 | May |
| | | MP 268313 | May |
| | | MP 268202 | May |
| | | MP 268218 | May |
| | | MP 268219 | May |
| | | MP 268216 | May |
| | | MP 268300 | May |
| C9381 | Equipped Boxcars | | |
| C9382 | Equipped Boxcars | | |
| C9383 | Plain Boxcars | | |
| C9386 | Auto Parts Boxcars | SP 654717 | May |
| | | UP 980259 | May |
| | | SP 654738 | May |
| | | UP 960567 | May |

1999 Synthetic Lease

Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|--------------|------------|-------|
| | | SP 654781 | May |
| | | SP 654790 | May |
| | | CNW 091481 | May |
| | | SP 654507 | May |
| | | SP 654594 | May |
| | | SP 654616 | May |
| | | SP 654622 | May |
| | | SP 654552 | May |
| | | SP 654555 | May |
| | | SP 654587 | May |
| | | SP 654561 | May |
| | | SP 654585 | May |
| | | SP 654625 | May |
| | | SP 654694 | May |
| | | SP 654697 | May |
| | | SP 654649 | May |
| C9424 | Open Hoppers | SP 466084 | April |
| | | SP 466107 | April |
| | | SP 466374 | April |
| | | SP 466695 | April |
| | | SP 466845 | April |
| | | SP 466224 | April |
| | | SP 466968 | April |
| | | SP 465713 | April |
| | | SP 466385 | April |
| | | SP 466641 | April |
| | | SP 466794 | April |
| | | SP 466918 | April |
| | | SP 465207 | April |
| | | SP 465420 | April |
| | | SP 465470 | April |
| | | SP 465561 | April |
| | | SP 465649 | April |
| | | SP 466123 | April |
| | | SP 466836 | April |
| | | SP 465145 | April |
| | | SP 465308 | April |
| | | SP 465536 | April |
| | | SP 466448 | April |
| | | SP 466495 | April |

1999 Synthetic Lease Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|---------|-----------|-------|
| | | SP 466878 | April |
| | | SP 466326 | April |
| | | SP 465976 | April |
| | | SP 466437 | April |
| | | SP 466587 | April |
| | | SP 466689 | April |
| | | SP 466791 | April |
| | | SP 465097 | April |
| | | SP 466787 | April |
| | | SP 465558 | April |
| | | SP 465556 | April |
| | | SP 465673 | April |
| | | SP 466097 | April |
| | | SP 466875 | April |
| | | SP 466881 | April |
| | | SP 465219 | May |
| | | SP 466122 | May |
| | | SP 465820 | May |
| | | SP 466841 | May |
| | | SP 465230 | May |
| | | SP 465481 | May |
| | | SP 465600 | May |
| | | SP 465644 | May |
| | | SP 466075 | May |
| | | SP 466095 | May |
| | | SP 466468 | May |
| | | SP 466260 | May |
| | | SP 465443 | May |
| | | SP 466135 | May |
| | | SP 465195 | May |
| | | SP 465196 | May |
| | | SP 465850 | May |
| | | SP 465901 | May |
| | | SP 465893 | May |
| | | SP 466206 | May |
| | | SP 466809 | May |
| | | SP 465474 | May |
| | | SP 465476 | May |
| | | SP 465826 | May |
| | | SP 466359 | May |
| | | SP 466624 | May |

1999 Synthetic Lease
Freight Cars Included in June 15, 1999 Draw Down

| Repair Program | Cartype | Car ID | Month |
|-------------------|---------|-----------|-------|
| | | SP 466986 | May |
| | | SP 466064 | May |
| | | SP 466381 | May |
| | | SP 466978 | May |
| | | SP 465532 | May |
| | | SP 465889 | May |
| | | SP 465990 | May |
| | | SP 466453 | May |
| | | SP 466599 | May |

1999 Synthetic Lease Locomotives for June 15, 1999 Draw Down

| Locomotive Type | Locomotive ID |
|-----------------|---------------|
| C40-8 | UP 9109 |
| C40-8 | UP 9167 |
| C40-8 | UP 9126 |
| C40-8 | UP 9131 |
| C40-8 | UP 9112 |
| C40-8 | UP 9110 |
| C40-8 | UP 9271 |
| C40-8 | UP 9129 |
| C40-8 | UP 9130 |
| C40-8 | UP 9142 |
| C40-8 | UP 9134 |
| C40-8 | UP 9141 |
| C40-8 | UP 9144 |
| C40-8 | UP 9151 |
| C40-8 | UP 9162 |
| C40-8 | UP 9137 |
| C40-8 | UP 9171 |
| 4-Axle | UP 244 |
| 4-Axle | UP 176 |
| 4-Axle | UP 1635 |
| 4-Axle | UP 2338 |
| 4-Axle | SP 2628 |
| 4-Axle | UP 5564 |
| 4-Axle | UP 5571 |
| 4-Axle | UP 2115 |
| 4-Axle | SSW 7268 |
| 4-Axle | UP 5318 |
| SD40-2R | UP 3179 |
| SD40-2R | UP 3267 |
| SD40-2R | UP 3223 |
| SD40-2R | UP 3250 |
| SD40-2 | CNW 6905 |
| SD40-2 | SSW 6871 |
| SD40-2 | UP 3174 |
| SD40-2 | UP 3037 |
| SD40-2 | UP 3833 |
| SD40-2 | UP 3752 |
| SD40-2 | UP 3329 |
| SD40-2 | UP 3484 |
| SD40-2 | CNW 6883 |
| SD40-2 | UP 5086 |
| SD40-2 | CNW 6896 |
| SD40-2 | CNW 7005 |
| SD40-2 | UP 5046 |
| SD40-2 | UP 3210 |